



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

CINERGY RETAIL SALES, LLC,
A DELAWARE LIMITED LIABILITY COMPANY APPEARS TO HAVE COMPLIED
WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS
STATE RELATING TO THE FILING OF THE APPLICATION FOR ADMISSION ON
FEBRUARY 10, 2005, AND IS REGISTERED TO TRANSACT BUSINESS IN THE
STATE OF ILLINOIS.*****



*In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this* 14TH
day of FEBRUARY A.D. 2005

Jesse White

SECRETARY OF STATE



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 10, 2005

0142268-5

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE CINERGY RETAIL SALES, LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**

December 2003

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 351, Howlett Building
Springfield, IL 62756
http://cyberdriveillinois.com

Payment must be made by certified
check, cashier's check, Illinois
attorney's C.P.A.'s check or money or-
der, payable to "Secretary of State."

Illinois Limited Liability Company Act

Application for Admission to Transact Business

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date 02/10/05
Assigned File # 0142-268-5
Filing Fee \$500
Penalty \$500
Approved: jd

This space for use by
Secretary of State**FILED****FEB 10 2005****JESSE WHITE
SECRETARY OF STATE**

1. Limited Liability Company name: Cinergy Retail Sales, LLC OK
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: _____
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Jurisdiction of Organization: Delaware
4. Date of Organization: December 9, 2003
5. Period of Duration: perpetual
6. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):
(See #14 on back)

<u>139 East Fourth Street</u>		
(Number)	(Street)	(Suite)
<u>Cincinnati, OH</u>	<u>45202</u>	<u>Hamilton</u>
(City/State)	(ZIP Code)	(County)
7. Registered agent: C T Corporation System

(First Name)	(Middle Name)	(Last Name)
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Registered Office: 208 South LaSalle Street Suite 814

(Number)	(Street)	(Suite #)
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(P.O. Box or c/o Chicago Cook Illinois 60604
are unacceptable) (City) (County) (ZIP Code)
8. The date on which this foreign LLC first did business in Illinois: upon filing

LLC-45.5

0142-268-5
02/10/05

9. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

To provide retail electric services and acting as transmission scheduling agent and any other lawful business permitted within the state.

Business Code: 541990

10. The limited liability company is managed by:

☐ manager(s)
☒ vested in member(s)

11. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

12. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

13. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

14. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated February 9, 2005
(Month/Day) (Year)



(Signature)

(Signature must comply with Section 5-45 of ILLCA)

Richard G. Beach, Assistant Secretary

(Type or print name and title)

Cinergy Capital & Trading, Inc. (Member)

FC1600248
*(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

*Please refer to Sections 178.20(d) of the Administrative Rules